

2021 | Remuneration Report

world of wienerberger



Remuneration Report

Wienerberger achieves new record result in 2021

Across the Group, the 2021 business year was marked by the persisting Covid-19 pandemic as well as geopolitical and global economic uncertainties. Despite this challenging environment, Wienerberger not only matched but significantly surpassed its previous record result of the pre-crisis year 2019.

- › Revenues grew to a new record of €3,971.3 million (2020: €3,354.6 million).
- › Thanks to its resilient business model, Wienerberger maintained its profit distribution policy even in the second year of the Covid pandemic.
- › As of December 31, 2021, the Wienerberger share price was trading €6.00 above the 2020 year-end value.
- › Free cash flow rose significantly by 6% to €420.6 million (2020: €397.3 million).
- › Despite the crisis, Wienerberger successfully advanced the optimization of its portfolio and not only generated organic growth, but also implemented value-accretive growth investments.
- › The Group's strong commitment to environmental, social, and governance targets is fully in line with its Strategy 2023.

The new remuneration policy for the Managing Board and the Supervisory Board as approved at the 151st Annual General Meeting in 2020 is fully in line with international governance standards. Drawn up taking input received from investors into account, the policy is intended to create a transparent, appropriate, and up to date remuneration system aimed at incentivizing sustainable value creation and the realization of key corporate targets in line with shareholders' interests. In addition, the incentive structure built into the Managing Board remuneration system is reviewed each year with regard to its suitability for promoting a sustainable increase in enterprise value. The remuneration policy is valid for the period from 2020 to 2024 and can be viewed on the company's website (www.wienerberger.com).

The Remuneration Report of Wienerberger AG for the 2021 business year was elaborated by the Managing Board and the Supervisory Board and will be submitted to a vote at the 153rd Annual General Meeting in 2022.

Summary

The Remuneration Report of Wienerberger AG is composed of three sections – Managing Board Remuneration, Supervisory Board Remuneration, and Shareholdings of the Managing Board and the Supervisory Board – and summarizes the principles underlying the remuneration of Board members (for details, please refer to the following pages).

Managing Board Remuneration

Managing Board remuneration comprises four components:

- › Fixed remuneration component reflecting the scope of responsibility (total amount paid out in 2021: €2,179 thousand) (Table 1)
- › Short-term variable remuneration component (short-term incentive, STI) based on the applicable target definitions – total entitlements earned for 2021: €2,095 thousand; total entitlements paid out in 2021: €448 thousand (Table 2b)
- › Long-term variable remuneration component (long-term incentive, LTI): total entitlements earned for 2021 (including special LTI): €1,122 thousand (Tables 3b and 3c); total entitlements paid out in 2021: €165 thousand (Table 3c)
- › Incidental benefits, including pension fund arrangements

Short-term variable remuneration (STI)

The objective of the STI is to reward the Managing Board for their exceptional performance in the challenging 2021 business year, while at the same time taking shareholder interests into account.

- › As laid down in the 2020–2024 Remuneration Policy, the targets are set in terms of EBITDA (LFL) and free cash flow, plus a target relating to efficiency-enhancing measures.

Long-term variable remuneration component (LTI)

The long-term variable remuneration component aims to focus the actions of Managing Board members on increasing the enterprise value and strengthening their identification with the company's long-term plans and goals.

- › As laid down in the 2020–2024 Remuneration Policy, the target was set in terms of relative TSR and ROCE, plus the reduction of the Group’s CO₂ emissions as an ESG-specific target.

As already stated in the 2020 Remuneration Report, all outstanding entitlements of the CEO (from before 2020) from the long-term variable remuneration component (LTI) and the 2020 short-term remuneration component (STI) were bundled into a new, share-based, five-year program. The CEO will thus invest in the future of the company in line with the interests of its shareholders. This remuneration structure ensures that the company will be able to continue to fulfil its long-term obligations vis-à-vis its stakeholders (see special LTI, Table 4).

Total payout to the Managing Board

In the year under review, a total of €8,930 thousand (2020: €5,075 thousand) was paid out to the Managing Board, excluding pension fund contributions and incidental benefits (see Table 6).

Supervisory Board Remuneration

Since 2020, remuneration for the members of the Supervisory Board has been divided into annual fixed remuneration for Supervisory Board work and annual fixed remuneration for committee work. Committee remuneration is limited to one committee membership per person and is paid out only once, even if a Supervisory Board member is active on several committees (total remuneration for 2021: €846 thousand, payable after the 153rd Annual General Meeting in May 2022, Table 9).

Shareholdings of Members of the Managing Board and Supervisory Board

In 2021, members of the Supervisory Board and Managing Board purchased a total of 64,152 shares (total number of shares held as of 12/31/2021: 257,331, Table 10).

Dear Shareholders,

In 2020, a new remuneration policy for the Managing Board and the Supervisory Board, elaborated in line with international governance standards and taking investors' feedback into account, was adopted at the 151st Annual General Meeting on May 5, 2020. The Wienerberger Remuneration Policy is intended to create a transparent, attractive, and up to date system aimed at incentivizing sustainable value creation and realizing key corporate targets in line with shareholders' interests. The Remuneration Policy is valid for the period from 2020 to 2024 and is available on the company's website (www.wienerberger.com). The principles and provisions of the 2020–2024 Remuneration Policy were subsequently implemented by the Supervisory Board of the company.

The Remuneration Report of Wienerberger AG for the 2021 business year was drawn up by the Managing Board and the Supervisory Board and will be submitted to a vote at the 153rd Annual General Meeting in 2022. This report provides a comprehensive overview of the remuneration components for current and former members of the Managing Board and the Supervisory Board, specifying the resulting entitlements and payouts for the 2021 business year. It was prepared in accordance with the provisions of the following guidelines and recommendations:

- › Shareholder Rights Directive II as transposed in the Austrian Stock Corporation Act
- › Remuneration Policy 2020–2024 of Wienerberger AG
- › Statement 37 of the Austrian Financial Reporting and Auditing Committee (AFRAC) on the Remuneration Report pursuant to sect. 78c of the Stock Corporation Act

Emerging from the crisis stronger than before

Despite a persistently challenging global economic environment, the Wienerberger Group delivered a new record result in 2021.

In the 2021 business year, Wienerberger generated revenues in the amount of €3,971.3 million (2020: €3,354.6 million), the highest revenues in the Group's history of over 200 years. This development was essentially attributable to the right steps taken by the Managing Board and the Supervisory Board in the past and their ability to react swiftly to unforeseen events.

Thanks to the Managing Board's far-sighted approach, the company was able to continue its policy of returning capital to the shareholders even in the second year of the global Covid-19 pandemic. Wienerberger not only paid out a dividend of €67.4 million at the beginning of 2021, but also redeemed the entire outstanding hybrid capital of €225 million. Once again, the resilience of Wienerberger's business model was impressively confirmed.

On account of its strict cost discipline, Wienerberger generated a free cash flow of €420.6 million in 2021, as compared to €397.3 million in the previous year.

Despite a persistently challenging environment and a general atmosphere of uncertainty in connection with the Covid-19 pandemic and the unpredictable geopolitical situation, the Managing Board continued to optimize the company's portfolio in the interest of the shareholders. The acquisition of Meridian Brick (North America), contractually agreed upon at the end of 2020, was successfully closed in the fall of 2021 after being approved by the US anti-trust authorities. This further strengthened Wienerberger's presence in the North American market. Additionally, the Group's position as a provider of smart system solutions was consolidated through the acquisition of FloPlast in the UK and Cork Plastics in Ireland, two companies now belonging to the Wienerberger Piping Solutions Business Unit.

Shareholder feedback

The Remuneration Committee, the Supervisory Board as a whole and the Managing Board took account of the concerns that some of our shareholders raised at last year's general meeting regarding the remuneration report. The concerns raised, based on our discussions with shareholders, were primarily related to the discretion used by the Remuneration Committee in 2020 in light of COVID-19. This was also shared by one of the proxy advisors. The Remuneration Committee had decided to cancel existing incentive awards (both short- and long-term) for the CEO and channel them into a new five-year one-off equity award. This was meant to incentivize the CEO to meet our ambitious long-term financial and non-financial strategic goals, that were announced to the capital markets in September 2020 and consequently also reached, whilst navigating the short-term pressures created by COVID-19.

Whilst the Committee maintains the view that this one-off award has been fully aligned with shareholders' interests and sent a strong signal to the market regarding the CEO's commitment to Wienerberger's future, it has taken note of investors' sensitivity on the use of discretion. To this end, the Committee highlights that the ability to use discretion is strictly limited to extraordinary situations and would need to be clearly justified when used. The Supervisory Board stresses that no such discretion was applied in 2021, and that it has no indication to do so.

In its latest ESG Roadshow, led by the Supervisory Board Chair, investors were supportive of the remuneration policy as well as the transparency that it provides regarding both short- and long-term targets. As such, no changes are being proposed for the upcoming year and the remuneration policy was strictly applied for the period under review. The Remuneration Committee and the Supervisory Board will continue to take into account feedback received from our shareholders, to constantly improve our governance practices and ensure that Wienerberger meets global best practice.

Managing Board remuneration

Managing Board remuneration basically comprises four components:

- › Fixed remuneration component (total payout in 2021: €2,179,267; 2020: €1,964 thousand)
- › Short-term variable remuneration component (STI) based on indicator-defined target attainment (earned

entitlement for 2021: €2,094,633; 2020: €746 thousand)

- › Long-term variable remuneration component (LTI) based on indicator-defined target attainment (earned entitlement for 2021: €1,586,317 including special LTI; 2020: €0 thousand)
- › Incidental benefits including pension fund arrangement

The Remuneration Committee, in close cooperation with the Supervisory Board, is responsible for the structure of the remuneration system. It deals with all matters relating to the remuneration of the Managing Board members and the content of their employment contracts. The goal of the remuneration system is to align corporate goals with corporate strategy and shareholders' interests. Moreover, the members of the Managing Board are to receive compensation that is appropriate by national and international standards.

Fixed remuneration component

The fixed remuneration component reflects the functions and the scope of responsibility of the respective Managing Board member. Its adequacy is regularly evaluated by the Remuneration Committee on the basis of comparisons to companies of the same size, industry, or complexity. This results in different base salaries that correspond to the individual Board members' strategic and operational responsibilities. In line with common practice in Austria, fixed remuneration is divided into fourteen installments and paid at the end of each month; twice a year, the amount of the monthly salary is doubled. Once a year, the fixed remuneration may be adjusted to changed macroeconomic indicators, such as the consumer price indices that are commonly applied in Austria.

In the 2021 business year, the fixed remuneration of CEO Heimo Scheuch amounted to €900,000 (2020: €898 thousand). The following fixed remuneration components were paid out to the members of the Managing Board: €326,948 (2020: €0 thousand) to Gerhard Hanke¹⁾, €436,597 (2020: €428 thousand) to Solveig Menard-Galli, €431,088 (2020: €213 thousand) to Harald Schwarzmayr, and €84,634 (2020: €425 thousand) to Carlo Crosetto²⁾. The increase in the total remuneration of the Managing Board in comparison with 2020 is primarily attributable to the adjustment made on the basis of Statistics Austria's consumer price index.

Variable remuneration components

Variable remuneration is designed to create an adequate incentives scheme for the achievement of key strategic targets and a sustainable increase in enterprise value. Great attention is paid to ensuring the greatest possible goal congruency between shareholders' interests and Managing Board remuneration. The remuneration policy devised by the Supervisory Board ensures a

high degree of transparency by linking the goals to clearly defined earnings and profitability targets as well as precisely measurable ESG criteria. Variable remuneration is composed of a short-term (STI) and a long-term (LTI) component. In addition, the incentive structure built into the Managing Board remuneration system is reviewed each year with regard to its suitability in promoting the sustainable increase in enterprise value. Adjustments are made if necessary.

Table 1: Fixed remuneration in 2021 and 2020 (amounts granted and owed)

in EUR	2021	2020
Heimo Scheuch	900,000	898,067
Gerhard Hanke ¹⁾	326,948	0
Solveig Menard-Galli	436,597	427,729
Harald Schwarzmayr ³⁾	431,088	212,666
Carlo Crosetto ²⁾	84,634	425,199
Total	2,179,267	1,963,661

1) The calculation refers to the period from March 1 to December 31, 2021 // 2) The calculation in 2021 refers to the period from January 1 to February 28, 2021; the calculation in 2020 refers to the period from March 1 to December 31, 2020 // 3) The calculation in 2020 refers to the period from July 1 to December 31, 2020

Short-term variable remuneration (STI)

The short-term variable remuneration component is conditional on the attainment of short-term corporate financial targets. For the Managing Board members, the achievement of these targets is measured on the basis of an EBITDA (EBITDA LFL) target, a free cash flow target, and a target for efficiency-enhancing measures (including Fast Forward*). The specific targets based on these indicators are defined at the end of the business year prior to the reporting year by a resolution of the Supervisory Board on the basis of a recommendation by the Remuneration Committee. The targets are set on the basis of all information available at that time. As clearly stated in the remuneration policy, these targets are in line with the Wienerberger Group's strategy and take the interests of the shareholders into account.

The Managing Board's earned entitlements to the short-term variable remuneration component as calculated on

the basis of target attainment (Table 2a "Target attainment for short-term variable remuneration (STI) in 2021 and 2020"), are shown in Table 2b "Earned entitlements to short-term variable remuneration (STI) in 2021 and 2020". In 2021, these entitlements of the Managing Board came to a total of €2,094,633 (2020: €745,660), of which €900,000 (2020: €0) were for Heimo Scheuch, €326,948 (2020: €0) for Gerhard Hanke, €436,597 (2020: €299,410) for Solveig Menard-Galli, €431,088 (2020: €148,750) for Harald Schwarzmayr.

The earned entitlements are paid out in the following year. The significant increase compared to the 2020 business year results from the improved business performance in 2021 and above all the fact that in 2020, entitlements were capped at 70% of the fixed remuneration and the CEO waived the payout from his 2020 STI against the background of the Covid-19 pandemic.

* Wienerberger drives many different initiatives to increase efficiency. The largest of these is the "Fast Forward" program, which provides the framework for measures to increase efficiency and improve profitability. Through strategic investments in the areas of operational excellence, innovation, digitization and sustainability, an incremental EBITDA contribution of around €135 million is to be generated as part of the Fast Forward program.

Table 2a: Target attainment for short-term variable remuneration (STI) in 2021 and 2020

Target	Weighting	Minimum target attainment in MEUR	100% target attainment in MEUR	Maximum target attainment in MEUR	Actual target attainment ¹⁾ in MEUR / %	
2021						
EBITDA LFL	33 %	580	610	630	670.8	>150 %
Free cash flow	33 %	260	285	300	420.6	>150 %
EBITDA from efficiency-enhancing measures	33 %	10	40	45	42.5	125 %
2020						
EBITDA LFL ²⁾	100 %	480	520	-	565.6	108.8 %

1) As all targets were attained at more than 100%, the cap of 100% of the fixed annual salary applies. // 2) Against the background of the challenging Covid-19 year, EBITDA LFL was set as the only target.

Table 2b: Earned entitlements to short-term variable remuneration (STI) in 2021 and 2020

in EUR	Earned entitlement in 2021	Earned entitlement in 2020	Payout in 2021	Payout in 2020
Heimo Scheuch ¹⁾	900,000	-	-	879,705 ⁵⁾
Gerhard Hanke ²⁾	326,948	-	-	-
Solveig Menard-Galli	436,597	299,410	299,410	191,400
Harald Schwarzmayr	431,088	148,750	148,750	-
Carlo Crosetto ³⁾	-	297,500	-	-
Willy Van Riet ⁴⁾	-	-	-	569,520
Gesamt	2,094,633	745,660	448,160	1,640,625

1) Conversion of outstanding entitlements to new special LTI, therefore waiver of STI 2020// 2) Pro-rata as of March 1, 2021 in accordance with the STI agreement/side letter // 3) The calculation refers to the period from March 1 to December 31, 2020; the earned entitlement from the 2020 STI was settled within the framework of a compensatory payment, see Table 6 // 4) Willy Van Riet left the company on December 31, 2019. 5) The corresponding entitlements were earned in 2019 and paid out end of March 2020.

Long-term variable remuneration component (LTI)

In addition to the short-term remuneration component, every member of the Managing Board is entitled to a long-term variable remuneration component that is designed as a long-term incentive (LTI) program. Its goal is to focus the actions of Managing Board members more intensively on increasing the enterprise value and to strengthen their identification with the company's long-term planning and goals.

For the business years 2021 to 2024, the following target parameters for the LTI program as laid down in the Remuneration Policy are applicable to all members of the Managing Board:

› Relative total shareholder return

(relative TSR is measured by the performance of the STOXX Europe 600 Construction & Materials index)

The relative shareholder return creates an incentive to increase the long-term earnings power of the company and is directly aligned with shareholder interests by centering on the long-term creation of shareholder value.

› Return on capital employed after tax (ROCE)

ROCE is the key indicator of Wienerberger's value-oriented business management. It reflects the value creation by the individual business units and by the Group as a whole. ROCE meets the requirements of the Austrian Code of Corporate Governance and is used by investors to assess long-term profitability and capital efficiency.

› Environmental, social, and governance (ESG) targets in line with the Strategy 2023. Following a recommendation issued by the Remuneration Committee, the Supervisory Board defined a target for the reduction of Group-wide CO₂ emissions.

From 2021 onward, the LTI program is structured as a share-based remuneration program with a performance period of three years and a lock-up period of another two years for allocated shares. With this new LTI program, Wienerberger complies with the requirement of the Austrian Code of Corporate Governance and fully meets the financial market's expectation of a remuneration regime for the Managing Board and senior management that is geared toward the sustainable development of the company.

Calculation of target attainment for entitlement to remuneration for 2021

The relevant targets for relative TSR, ROCE, and the reduction of CO₂ emissions (ESG target) were defined by the Remuneration Committee and submitted to the plenary of the Supervisory Board for adoption.

The targets were determined on the basis of all information available at the time of adoption. Moreover, a target corridor with upper and lower limits was defined. Table 3a "Target attainment for long-term variable remuneration (LTI) in 2021" shows the degree of target attainment for the LTI. Table b3 "Earned entitlement from long-term variable remuneration (LTI) in 2021" shows the entitlements to remuneration resulting from the degree of target attainment in the 2021 business year. During the three-year performance period, entitlements are theoretically allocated on a pro-rata basis up to an annual maximum of one third of the total amount earned. The actual payout is done after the end of the three-year performance period, with at least 50% paid out in Wienerberger shares and not more than 50% in cash. The calculation of the share component is based on the average share price during the last 20 ATX trading days of the performance period. Given that this new LTI regime was applied for the first time in the 2021 business year and no entitlements to a long-term incentive were earned in 2020, a direct comparison with entitlements from 2020 is not possible.

As the target achievement was determined on the basis of a cash payment and the exchange ratio for the share component will therefore only be defined at a later date, the cash amount was used as the fair value in the measurement.

For the LTI 2021, an expense including incidental costs of EUR 1,191 thousand was recognized in the reporting year, of which 50% was recognized in equity for the share portion and 50% was recognized as a provision for the cash portion.

Table 3a: Target attainment for long-term variable remuneration (LTI) in 2021

Target	Weighting	Minimum target attainment	100% target attainment	Maximum-target attainment	Actual target attainment in 2021
Relative total shareholder return	33 %	25.00 %	50.00 %	≥75.00 %	76.38 % >150 %
ROCE	33 %	10.20 %	10.60 %	11.10 %	12.20 % >150 %
ESG – reduction of CO ₂ emissions	33 %	5.00 %	6.70 %	7.20 %	8.12 % >150 %

Table 3b: Earned entitlements from long-term variable remuneration (LTI) in 2021

in EUR	Assessment base	Cap ²⁾	Earned entitlement in 2021 ³⁾
Heimo Scheuch	900,000	1,575,000	525,000
Gerhard Hanke ¹⁾	326,948	490,422	163,474
Solveig Menard-Galli	436,597	654,896	218,299
Harald Schwarzmayr	431,088	646,632	215,544
Total	2,179,267	3,366,950	1,122,317

1) Pro-rata as of March 1, 2021 in accordance with the STI agreement/side letter // 2) Upper limit for maximum target attainment // 3) No more than one third of the maximum amount per year, payout not earlier than 2024, at least 50% in shares (holding period 2 years)

Long-term variable remuneration component (LTI) of prior years

CFROI

In 2021, Wienerberger recorded a CFROI of 10.5%, which was above the 2019 CFROI (9.93%). Therefore, the individual Managing Board members earned an entitlement to payout of the last installment of the 2019 LTI in 2022. In 2020, no entitlements arose under the defined limits of the 2020 LTI program. Hence, all LTI

programs that began in prior years have been covered with the entitlement from the 2021 business year.

An overview of the entitlements to remuneration earned in 2021 is presented in Table 3c.

As mentioned above, the outstanding entitlements for CEO Heimo Scheuch from current programs were bundled into a one-time, long-term share-based remuneration component. Therefore, no further entitlements from earlier LTI programs arose in 2020 and 2021.

Table 3c: Earned entitlements and payouts from LTI programs of prior years (gross amounts in EUR)

Managing Board member, Position	LTI program	Total amount of LTI	Earned entitlement in 2020	Earned entitlement in 2021	Payout in 2020	Payout in 2021
Solveig Menard-Galli ¹⁾	2019	122,693	0	40,898	40,898	0
Willy Van Riet ²⁾	2019	691,934	0	230,645	230,645	0
	2018	494,478	164,826		164,826	164,826

1) The calculation for 2019 refers to the period from June 1 to December 31, 2019. // 2) Willy Van Riet left the company on December 31, 2019.

One-time, long-term share-based remuneration for the CEO (special LTI)

In 2020, the Remuneration Committee decided to bundle all outstanding variable remuneration components of the CEO (including entitlements from the 2020 STI) into a one-time, long-term share-based remuneration plan. The CEO will thus invest in the future of the company in line with the interests of its shareholders. This one-time, long-term share-based remuneration was granted in view of the Covid-19 pandemic and will not be repeated in the future. This form of remuneration was considered to be best suited as a long-term incentive for the CEO, who had steered the Wienerberger Group safely through a difficult economic environment. The

detailed parameters of this remuneration plan are shown in Tables 4 and 5.

The 40,258 Wienerberger shares due to the CEO within the framework of the special LTI (restricted share units – RSUs) correspond to a value of €1 million (calculated on the basis of the average closing prices of the Wienerberger share during the last 20 ATX trading days of 2020) and were transferred to CEO Heimo Scheuch on May 28, 2021, as the value date and must not be sold by the CEO up to and including December 31, 2025. Based on the share price on the transfer date, the value of the shares amounted to €1,287,435.

Table 4: One-time, long-term share-based remuneration for the CEO (special LTI)

Parameters	Explanations
Amount granted	€2,5 million
Plan	1) 40% RSUs ¹⁾ - transferred to Heimo Scheuch on May 28, 2021 2) 60% PSUs
Performance period	5-year holding period for RSUs 3 years with a blocking period of another 2 years for PSUs (vesting period 5 years)
Weighting of targets (PSUs)	70% EBITDA growth in accordance with the Strategy 2023 30% ESG targets: (10%) environment (climate protection) 15% reduction in CO ₂ emissions compared to 2020 (10%) social (diversity) more than 15% women in senior management positions and more than 30% women in white-collar positions in the Wienerberger Group (10%) social (initial and further training) 10% more training hours per employee compared to 2020
Basic prerequisite	Annual payout of at least 50% of the short-term variable bonus (STI); if this target is not met, the allocation of PSUs will be reduced by one third each year.
Target attainment	Target attainment is determined linearly between the defined upper and lower limits (PSUs) – see Table 5 below
Maximum entitlement	PSU part max. 300% (i.e.: max. € 4.5 million)
Allocation	Once in 3 years (+ 2-year holding period) valid for PSUs
Claw-back, malus, and leaver provisions	The provisions of the 2020–2024 Remuneration Policy apply

1) Shares granted (restricted share units), tax payable by the CEO

Table 5: Target attainment by objective after 3-year performance period (in accordance with the Strategy 2023)

EBITDA growth in € million vs. previous year – weighting 70%	0% target attainment	100% target	250% target attainment
Year			
2021	22.5	30.0	41.3
2022	31.1	41.5	57.1
2023	47.6	63.5	87.3

CO₂ reduction in 2023 vs. 2020 – weighting 10%	0% target attainment	100% target	250% target attainment
Year			
2023	5%	15%	30%

Percentage of women in 2023 – weighting 10%	0% target attainment	100% target	250% target attainment
Level			
Senior management	10.0 %	15.0 %	22.5 %
White-collar employees	20.0 %	30.0 %	45.0 %

Additional hours of initial and further training 2023 vs. 2020 – weighting 10%	0% target attainment	100% target	250% target attainment
Year			
2023	0%	10%	25%

Performance share units (PSUs) as part of the special LTI for Heimo Scheuch (see Table 4) represent a share-based payment with cash compensation to be accounted for at its fair value at each cut-off date of the financial statements. Based on the increase in EBITDA by €41.15 million in 2021 (i.e. 248% target attainment) and the expected EBITDA target attainment projected for the following years, as well as the expected attainment of the ESG targets, the expected total number of PSUs as part of the special LTI plan was set at 86,508 PSUs. The number of PSUs was multiplied by the fair value per PSU (29.17) and the share in the vesting period (20%) in order to determine the expense of € 505 thousand to be recognized for 2021. On the basis of provisionally determined values, an expense of € 464 thousand plus ancillary wage costs of € 41 thousand, i.e. a total of € 505 thousand, was booked and reported as a provision in the reporting year.

Overview of remuneration components in 2020 and 2021

Table 6, “Overview of Managing Board remuneration components in 2020 and 2021”, summarizes all components of the remuneration received by members of the Managing Board in the business years 2020 and 2021. The members of the Managing Board earned entitlements totaling €14,200,747 in 2021 (2020: €3,216 thousand) including pension fund contributions, severance payments, and incidental benefits. The amounts paid out to members of the Managing Board in the reporting year also comprised fixed remuneration components, one-time severance and pension fund payments, as well as variable remuneration components (STI, LTI) granted in prior years.

Overall, a total of €8,930,251 (2020: €5,075 thousand) was paid out to the Managing Board in 2021. The amount paid out to Carlo Crosetto includes the compensatory payment for remuneration due until the end of the contractually agreed term of office (February

2023). The ratio of fixed to variable remuneration paid out for the 2021 business year is 100%/0% for Heimo Scheuch, Gerhard Hanke, and Carlo Crosetto, 59%/41% for Solveig Menard-Galli, 74%/26% for Harald Schwarzmayr, and 0%/100% for Willy Van Riet.

Table 6: Overview of Managing Board remuneration components in 2021 and 2020 (amounts granted and owed), Gross amount in EUR

Managing Board member, Position	Year	Fixed remuneration components		Variable remuneration components			Other remuneration components			Amounts paid out	
		Fixed remuneration	Incidental benefits*	Short-term variable remuneration (STI)	Long-term variable remuneration (LTI)	Special multi year variable SUs (Special LTI)	Special Agreement RSUs	Extraordinary items (e.g. severance pay)	Pension fund contributions	Total remuneration	Total amounts paid out
Heimo Scheuch, CEO	2021	900,000	15,096	900,000	525,000	464,000	1,287,435	2,500,000	360,000	6,951,531	3,400,000
	2020	898,067	14,429	0	0	-	-	-	307,287	1,219,783	2,602,337
Gerhard Hanke, CFO ¹⁾	2021	326,948	10,656	326,948	163,474	-	-	-	49,042	877,068	326,948
	2020	0	0	0	0	-	-	-	0	-	0
Carlo Crosetto, CFO ²⁾	2021	84,634	1,528	0	0	-	-	3,637,997	324,553	4,048,712	3,722,631
	2020	425,199	6,815	297,500	0	-	-	-	63,780	793,294	425,199
Solveig Menard-Galli, COO WBS	2021	436,597	12,046	436,597	218,299	-	-	-	65,490	1,169,028	736,007
	2020	427,729	12,046	299,410	0	-	-	-	64,159	803,344	660,026
Harald Schwarzmayr, COO WPS ³⁾	2021	431,088	12,023	431,088	215,544	-	-	-	64,663	1,154,407	579,838
	2020	212,666	5,836	148,750	0	-	-	-	31,900	399,152	212,666
Willy Van Riet, CFO ⁴⁾	2021										164,826
	2020										1,174,533
Total	2021	2,179,267	51,349	2,094,633	1,122,317	464,000	1,287,435	6,137,997	863,748	14,200,747	8,930,251
	2020	1,963,661	39,125	745,660	0	0	0	0	467,126	3,215,572	5,074,761

**) Incidental benefits include the company car and insurance // 1) The calculation refers to the period from March 1 to December 31, 2021. // 2) The calculation in 2021 refers to the period from January 1 to February 28, 2021; the calculation in 2020 refers to the period from March 1 to December 31, 2020. // 3) The calculation in 2020 refers to the period from July 1 to December 31, 2020. // 4) Willy Van Riet left the company on December 31, 2019.*

Performance-related pay in the previous five years

This section provides an overview of:

- › Development of total remuneration paid to all Managing Board members in comparison with business performance
- › Development of annual remuneration of the CEO in relation to the average pay of an Austrian FTE.

Table 7: Comparative overview of remuneration paid out and business performance over the five previous business years, Gross amount in EUR

Annual change in %	2021 vs. 2020	2020 vs. 2019	2019 vs. 2018	2018 vs. 2017	2017 vs. 2016	2016 vs. 2015	Base
Total Managing Board remuneration							
Heimo Scheuch, CEO	30.7 %	9.4 %	-30.4 %	56.8 %	-13.1 %	42.7 %	1,758,080
Gerhard Hanke, CFO ¹⁾	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Carlo Crosetto, CFO ²⁾	> 100 %	n/a	n/a	n/a	n/a	n/a	425,199
Solveig Menard-Galli, COO WBS	11.5 %	56.90 %	n/a	n/a	n/a	n/a	495,566
Harald Schwarzmayr COO WPS ³⁾	36.3 %	n/a	n/a	n/a	n/a	n/a	425,332
Willy Van Riet CFO ⁴⁾	-86.0 %	-29.2 %	-34.4 %	52.8 %	-13.1 %	42.7 %	1,306,002
Business performance							
EBITDA LFL	20.1 %	-5.5 %	25.0 %	17.6 %	5.4 %	5.4 %	363.9 Mio. €
Profit after tax	> 100 %	-62.0 %	79.0 %	5.0 %	22.0 %	65.0 %	69.8 Mio. €
CFROI	190 bps	-90 bps	180 bps	30 bps	20 bps	50 bps	6.7 %
ROCE	330 bps	-170 bps	310 bps	20 bps	150 bps	180 bps	4.5 %
Annual remuneration of the CEO in relation to the average pay of an Austrian FTE							
Ratio CEO/employee	51	41	38	53	35	42	59,803

1) CFO as of March 1, 2021 2) The calculation refers to the period from March 1 to December 31, 2020, and from January 1 to February 28, 2021, respectively. //

3) The calculation is annualized on the basis of the period from July 1 to December 31, 2020. // 4) Willy Van Riet left the company on December 31, 2019.

Other remuneration components and agreements

Pension fund agreements

The members of the Managing Board are covered by pension fund agreements that require the company to make contributions each year. In 2021, contributions to pension funds (defined-contribution commitments) on behalf of the Managing Board amounted to €863,748 (2020: €467 thousand). Of this total, €360,000 was attributable to Heimo Scheuch (2020: €307 thousand), €49,042 (2020: €0 thousand) to Gerhard Hanke, €65,490 (2020: €64 thousand) to Solveig Menard-Galli, €64,663 (2020: €32 thousand) to Harald Schwarzmayr, and €324,553 (2020: €63 thousand) to Carlo Crosetto. In the reporting year, payments of €877,418 (2020: €863 thousand) were made to former members of the Managing Board and their dependents.

Severance compensation

The members of the Managing Board are entitled to severance compensation upon termination of employment. This compensation is calculated in accordance with the legal provisions in effect in Austria on the basis of total remuneration and the length of service with the company. In the 2021 business year, the provision for statutory severance compensation entitlements amounted to €214,414 (2020: €299 thousand).

In the 2021 business year, the contractually agreed severance compensation in the amount of €2,500,000 was paid out to CEO Heimo Scheuch on the basis of his employment contract expiring as of December 31, 2020. Historically, the contract provided for a legal right to severance pay similar to the Austrian Employees' Act. Since this regulation is unusual outside of Austria, it was deleted without replacement in the new service contract concluded with the CEO on the occasion of his re-appointment as of January 1, 2021. In order to redeem

all corresponding historical severance pay claims, the amount from the old contract was paid out early. This payment is shown in Table 6 “Overview of Managing Board remuneration components for 2021 and 2020 (amounts granted and owed)”.

Employee participation program

All members of the Managing Board are entitled to take part in Wienerberger’s employee participation program, which was launched in Austria in 2019. In 2021, the employee participation program included not only Austria but also the Netherlands, Belgium, Czechia, and Great Britain. In Austria, the investment is capped at €9,000 per person and year. In accordance with Austrian law, shares purchased with the employee’s own funds and the bonus shares allocated must be held until the employee leaves the Wienerberger Group in order to take full advantage of the related tax benefit.

Change of control clauses

The employment contracts concluded with the members of the Managing Board contain change of control clauses, which regulate payment obligations in the event that a Board member’s appointment is terminated prematurely following a change in the control of the company. The Articles of Association of Wienerberger AG define a change of control as an increase in an owner’s shareholding to over 20%, which triggers a mandatory takeover offer to all other shareholders. Under these change of control clauses, the payment obligations agreed upon in the employment contracts with the members of the Managing Board are to be met until the end of the contract period as originally specified. Total entitlements are capped at two annual salaries. There are no further entitlements.

Claw-back clauses

The Supervisory Board is authorized to resolve on the forfeiture or return (claw-back) of the payment of a Managing Board member’s variable remuneration (or any portion thereof) in circumstances showing that the variable remuneration has accrued or been paid out based on inaccurate or erroneous information/data, or where mandatory internal corporate rules or applicable laws are subsequently proven to have been breached. As far as legally permissible, the Supervisory Board may impose on the Managing Board adjustments to the elements, criteria, thresholds, and limits of long-term variable remuneration components, thus deviating from long-term variable remuneration paid out in view of exceptional circumstances due to extraordinary internal or external factors or events.

Directors’ and officers’ liability insurance

Wienerberger has concluded directors’ and officers’ liability insurance with a sum insured of €100 million for the members of the Supervisory Board, Managing Board, operational bodies, and senior employees. This insurance also covers any loss to the company arising from the failure of these parties to act conscientiously (without any intentional or deliberate violation of duties). There is no deductible for the insured corporate bodies and employees of the Wienerberger Group.

Incidental benefits

Incidental benefits provided to members of the Managing Board especially include a company car as well as mobile and other communication devices. No loans were granted to members of the Managing Board.

Outside activities

The members of the Managing Board require the prior approval of the Supervisory Board in order to enter into any activities outside the scope of their work with Wienerberger. This guarantees that neither the time required nor the related compensation could lead to a conflict with their duties for the company. All outside activities that involve seats on Supervisory Boards or comparable positions at publicly traded companies are listed on pages 184–185 in the Corporate Governance Report and disclosed on the Wienerberger website. No compensation is provided for positions in Group companies.

Remuneration of senior management

The remuneration of the senior management within the Wienerberger Group is designed along the lines of the incentive scheme for Managing Board members. Apart from fixed remuneration reflecting the tasks and the scope of responsibility of the person concerned, a short-term remuneration component is provided as an adequate incentive. Depending on the functional profile of each executive, the targets for the short-term remuneration component are determined on the basis of the Group budget or the budget of their respective fields of activity and supplemented by individually agreed financial or non-financial targets. The degree of target attainment can be measured for each goal and is determined on a linear basis within a corridor. The entitlement earned is paid out in the following period. In addition, selected executives participate in the LTI program. The earned entitlements are paid out in the following period. Both the short-term and long-term variable remuneration components are capped at agreed limits.

Supervisory Board remuneration

The 151st Annual General Meeting adopted the Remuneration Policy 2020–2024 for the Supervisory Board of Wienerberger AG, which provides for a new pattern of remuneration for the elected Supervisory Board members, effective as of the 2020 business year:

- › Remuneration was divided into annual fixed remuneration for Supervisory Board work and annual fixed remuneration for committee work. Committee remuneration is limited to one committee membership per person and is paid only once, even if a Supervisory Board member is active on several committees.
- › The fixed annual remuneration for Supervisory Board work is graded in accordance with the function of the member:
 - › For the Chairperson of the Supervisory Board: €170,000
 - › For each Deputy Chairperson of the Supervisory Board: €105,000
 - › For each additional member of the Supervisory Board: €80,000
- › Fixed annual remuneration for committee work is also graded in accordance with the scope of a member's responsibility:
 - › For the Chairperson of the Audit and Risk Committee: €40,000
 - › For the chairperson of any other committee: €30,000
 - › For the deputy chairperson of a committee: €30,000
 - › For ordinary committee members: €20,000
- › The above amounts are gross amounts and not subject to indexation.

The Supervisory Board obtained feedback from several shareholders and proxy advisors before establishing the new remuneration policy so as to align its principles better with increasingly stringent market expectations and shareholder interests. The elimination of attendance fees reflects the shift from a meeting-based to a performance-based remuneration structure and aims at sustainably increasing the enterprise value in the long term.

This remuneration pattern results in different remuneration for different Supervisory Board members, reflecting each Board member's individual engagement in the Board's work. Apart from the above remuneration components, there is no variable remuneration tied to the economic results achieved by the company. Supervisory Board members do not receive any fringe benefits or pension commitments and are not permitted to participate in the companies' employee participation program.

No compensation was paid for services outside the aforementioned Supervisory Board duties, in particular for consulting or agency services. The salaries received by the employee representatives as part of their employment contracts are the only exceptions. No loans were granted to the members of the Supervisory Board. Any business transactions with companies in which members of the Supervisory Board of Wienerberger AG are active are carried out at arm's length terms. Information on related party transactions is provided in the Notes to the Consolidated Financial Statements (Management Report) on page 313.

Table 8 "Overview of Supervisory Board attendance in 2021" shows the attendance of Supervisory Board members at meetings in 2021.

Table 8: Overview of Supervisory Board attendance in 2021

Attendance in 2021	Supervisory Board	Nomination Committee	Audit and Risk Committee	Remuneration Committee	Sustainability and Innovation Committee
Capital representatives					
Peter Steiner (Chairman)	10/10	3/3	-	3/3	-
Myriam Meyer (Deputy Chairwoman)	9/10	3/3	-	-	3/3
Peter Johnson	10/10	3/3	-	3/3	-
David Davies	10/10	3/3	5/5	-	-
Regina Prehofer	10/10	-	5/5	3/3	-
Christian Jourquin ¹⁾	2/2	0/1	-	-	1/1
Oswald Schmid	10/10	-	5/5	-	3/3
Kati Ter Horst ²⁾	8/8				1/1
Employee representatives					
Gerhard Seban	10/10	3/3	5/5	3/3	3/3
Claudia Schiroky ³⁾	9/10	-	-	-	-
Wolfgang Wallner ³⁾	6/10	-	-	-	-

1) Supervisory Board member until March 31, 2021 // 2) Supervisory Board member since May 4, 2021 // 3) No committee membership // Note: The number of meetings includes physical meetings as well as virtual meetings (due to Covid-19).

Payout

Remuneration for the business year 2021 to the members of the Supervisory Board came to a total of €845,959 (2020: €921 thousand) (paid out in 2022).

A total of 24 Supervisory Board and committee meetings were held (2020: 33). The reduction in total Supervisory Board remuneration is due to the reduced number of capital representatives on the Supervisory Board (7 instead of 8).

Table 9: Overview of total Supervisory Board remuneration in 2019 and 2021

Supervisory Board remuneration in EUR	2019		2020		2021		
	Total remuneration	Fixed Supervisory Board remuneration	Fixed remuneration for committee work	Total remuneration	Fixed Supervisory Board remuneration	Fixed remuneration for committee work	Total remuneration
Peter Johnson ¹⁾	92,758	170,000	21,721	191,721	80,000	20,000	100,000
Peter Johnson ²⁾			5,519	5,519			
Peter Steiner ³⁾	93,745	105,000	30,000	135,000	170,000	30,000	200,000
Myriam Meyer ⁴⁾	80,088	69,139	19,754	88,893	105,000	30,000	135,000
Myriam Meyer ⁵⁾		27,322	6,831	34,153			
Caroline Grégoire Sainte Marie ⁶⁾	79,210	35,861	10,246	46,107			
David Davies ⁷⁾	86,489	80,000	40,000	120,000	80,000	40,000	120,000
Regina Prehofer	102,053	80,000	20,000	100,000	80,000	20,000	100,000
Christian Jourquin ¹⁰⁾	77,326	80,000	20,000	100,000	19,726	4,932	24,658
Oswald Schmid ⁸⁾	52,244	80,000	20,000	100,000	80,000	20,000	100,000
Kati ter Horst ¹¹⁾					53,041	13,260	66,301
Wilhelm Rasinger ⁹⁾	26,501						
Total	690,413	727,322	194,071	921,393	667,767	178,192	845,959

1) Chairman of the Supervisory Board and the Nomination Committee until September 21, 2020 // 2) Ordinary member of the Nomination Committee from September 22, 2020 // 3) Deputy Chairman, Chairman of the Remuneration Committee, Chairman of the Nomination Committee from September 22, 2020 // 4) Chairman's Deputy, Chairwoman of the Sustainability and Innovation Committee from May 5, 2020 // 5) Ordinary member until May 4, 2020 // 6) Chairman's Deputy and Chairwoman of the Sustainability and Innovation Committee until May 4, 2020 // 7) Chairman of the Audit and Risk Committee // 8) Member of the Supervisory Board since May 6, 2019 // 9) Member of the Supervisory Board until May 6, 2019 // 10) Member of the Supervisory Board until March 31, 2020 // 11) Member of the Supervisory Board since May 4, 2021

Shareholdings of Members of the Managing Board and Supervisory Board

The members of the Managing Board and Supervisory Board have undertaken to disclose their holdings of Wienerberger shares. In accordance with Article 19 of Regulation (EU) No 596/2014, any purchase or sale by members of the Supervisory Board and Managing Board is reported to the Austrian Financial Market Authority. Moreover, the transactions are also disclosed via an EU-

wide dissemination system as well as on the Wienerberger Investor Relations website under Corporate Governance in the section "Shareholdings of the Managing Board and Supervisory Board". In 2021, members of the Supervisory Board and the Managing Board purchased a total of [64,152] Wienerberger shares. No sales of Wienerberger shares were made. The number of Wienerberger shares held by members of the Managing Board and the Supervisory Board at the end of 2021 totaled [257,331].

Table 10: Overview of shareholdings of the Managing Board and Supervisory Board

Shareholdings in numbers of shares		12/31/2019	Purchase	12/31/2020	Purchase	12/31/2021
Managing Board	Heimo Scheuch	154,343	10,828	165,171	50,678 ⁵⁾	215,849
	Gerhard Hanke ¹⁾	0		1,491 ³⁾	1,420 ⁴⁾	2,911
	Carlo Crosetto ¹⁾	0				0
	Solveig Menard-Galli	663	3,828	4,491	420 ⁴⁾	4,911
	Harald Schwarzmayr	3,891 ³⁾		3,891	2,420 ⁴⁾	6,311
Supervisory Board	Peter Johnson	0	5,225	5,225		5,225
	Peter Steiner	2,100		2,100		2,100
	Caroline Grégoire Sainte Marie ⁶⁾	400				
	Regina Prehofer	0				0
	David Davies	2,280		2,280	9,200	11,480
	Christian Jourquin ⁷⁾	0				0
	Myriam Meyer	1,000		1,000		1,000
	Oswald Schmid	0	7,500	7,500		7,500
	Kati ter Horst ⁸⁾	0				0
	Gerhard Seban ²⁾	0				0
Claudia Schiroky ²⁾	7	23	30	14 ⁴⁾	44	
Wolfgang Wallner ²⁾	0				0	
Total		164,684	27,404	193,179	64,152	257,331

1) Carlo Crosetto left the company on February 28, 2021, and was succeeded by Gerhard Hanke on March 1, 2021. // 2) Employee representative // 3) Number of shares held prior to commencement of Managing Board position // 4) Of which a maximum number of 420 shares purchased within the framework of a share option program within the meaning of Art. 19 para. 6 point e of Regulation (EU) No 596/2014 // 5) On May 20, 2021, the Supervisory Board of the company decided to allocate a total of 40,258 shares to Heimo Scheuch within the framework of the applicable share-based remuneration scheme without payment of consideration. Additionally, 420 shares were purchased within the framework of a share option program within the meaning of Art. 19 para. 6 point e of Regulation (EU) No 596/2014. // 6) Member of the Supervisory Board until May 4, 2020 // 7) Member of the Supervisory Board until March 31, 2021 // 8) Member of the Supervisory Board since May 4, 2021

Vienna, March 25, 2022

A handwritten signature in black ink, appearing to be 'HS' with a stylized flourish.

Heimo Scheuch

*Chairman of the Managing Board of Wienerberger AG,
CEO*

A handwritten signature in black ink, appearing to be 'P. Steiner' with a long horizontal flourish.

Peter Steiner

Chairman of the Supervisory Board of Wienerberger AG

Independent assurance report¹⁾

Independent assurance report on the compliance of the Remuneration Report as of 31.12.2021 with the provisions pursuant to sections 78c and 98a Austrian Stock Corporation Act (AktG)

Dear Ladies and Gentlemen,

due to the listing of the shares of the Wienerberger AG ("Company") on the Vienna Stock Exchange, the Management Board, together with the Supervisory Board, is required to prepare a Remuneration Report annually in accordance with the provisions amended by the Stock Corporation Law Amendment Act 2019 (AktRÄG 2019) and to submit it to the Annual General Meeting for voting.

We have been engaged to perform a limited assurance engagement to determine whether the Remuneration Report as of 31.12.2021 complies, in all material respects, with the provisions of sections 78c and 98a Austrian Stock Corporation Act (AktG). We report on this as follows:

Independent assurance report

We have reviewed the accompanying Remuneration Report as of 31.12.2021 of Wienerberger AG ("Company").

Responsibilities of the Management Board and the Supervisory Board

The responsibility for compliance with legal requirements and for the proper preparation of the Remuneration Report in accordance with sections 78c and 98a Austrian Stock Corporation Act (AktG) lies with the Company's Management Board and Supervisory Board. This also includes the preparation of adequate documentation and the establishment of internal controls.

Responsibilities of the Practitioner

Our responsibility is to express a conclusion as to whether, based on our procedures performed and the evidence obtained, any matters have come to our attention that cause us to believe that the Remuneration Report prepared by the Company's Management Board and the Supervisory Board is not in compliance, in all material respects, with the requirements of sections 78c and 98a Austrian Stock Corporation Act (AktG).

We have performed the engagement in accordance with ISAE 3000 („International Standard on Assurance Engagements 3000 – Assurance Engagements other than Audits or Reviews of Historical Financial Information“) of the „International Auditing and Assurance Standards Board“ (IAASB) as a limited assurance engagement. Those standards require that we comply with ethical requirements, including independence rules, and plan and perform the engagement, taking into account the principle of materiality, so as to provide our conclusion with limited assurance.

In a limited assurance engagement, the audit procedures performed are less extensive than in a reasonable assurance engagement, and accordingly, less assurance is obtained.

The procedures selected depend on the Practitioner's professional judgment and included, in particular, the following activities:

- › Review for compliance with the minimum content pursuant to sections 78c and 98a Austrian Stock Corporation Act (AktG)
- › Inspection of remuneration contracts of the members of the Management Board and the Supervisory Board as well as of the Articles of Association, and reconciliation with the stated remuneration components in the Remuneration Report
- › Reconciliation of the specified remuneration components with payroll accounts as well as actually made payments according to accounting records
- › Inquiries of members of the Management Board and Supervisory Board

1) This English language assurance report is a translation provided for information purposes only. The original German text shall prevail in the event of any discrepancies between the English translation and the German original. We do not accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

- › Inspection of the remuneration policy drawn up in the previous year, supplementary Supervisory Board minutes (e.g., Remuneration Committee), relevant documents and other records
- › Recalculation of the remuneration of the Supervisory Board for 2021 based on the available minutes of the Annual General Meeting
- › Recalculation of the variable Management Board remuneration for 2021 based on the Management Board contracts and the available minutes of the Supervisory Board Meetings and the Annual General Meeting

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

The subject matter of our engagement is neither an audit nor a review of financial statements. Also, neither the detection and clarification of criminal offenses, such as misappropriations or other acts of embezzlement and irregularities, nor the conclusion of the effectiveness and efficiency of the management is the subject of our engagement.

Conclusion

Based on the procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Remuneration Report as of 31.12.2021 of Wienerberger AG is not in compliance, in all material respects, with sections 78c and 98a Austrian Stock Corporation Act (AktG).

Restriction on Distribution and Use

Since our report is prepared exclusively on behalf of and in the interest of the client, it does not provide a basis for any reliance by third parties on its contents. Claims of third parties can therefore not be derived from this report. Accordingly, this report may not be passed on to third parties or made accessible to third parties in any other way, either in whole or in part, without our express prior consent. Our report on the audit may only be published on the Wienerberger AG website and may only be passed on under the condition that our overall responsibility towards you and any other recipient who receives the report with our consent is limited to the amount stated in the terms and conditions of the engagement below.

Terms and Conditions of the Engagement

We issue this report on the basis of the engagement concluded with the Company, which is also based, with effect towards third parties, on the General Conditions of Contract for the Public Accounting Professions (AAB 2018) annexed to this report.

Our liability is limited to claims for damages based on at least gross negligence on our part. Liability for slight negligence is excluded. We shall not be liable for the activities of any external auditors or attorneys who may have been called in. Insofar as claims for damages against us do not exist or no longer exist, claims based on another legal ground (e.g., warranty, error) are also excluded.

As far as legally permissible, our liability in case of gross negligence towards the Company and also towards third parties (this also in case of several claimants or bases of claims) is limited to the total maximum liability amount of five times the fee received (excluding any cash expenses and out-of-pocket expenses and excluding value added tax) but not more than ten times the minimum insurance sum of the professional liability insurance pursuant to section 11 of the Austrian Professional Accountants and Tax Advisors Act 2017 (Wirtschaftstreuhandberufsgesetz 2017). Claims for damages are limited to the actual damage. We shall only be liable for loss of profit in the event of intent or gross negligence, to the extent permitted by law. We are not liable for unforeseeable or untypical damages that we could not have expected.

Vienna, March 25, 2022

Deloitte Audit Wirtschaftsprüfungs GmbH

Mag. Gerhard Marterbauer
Certified Public Accountant (Austria)